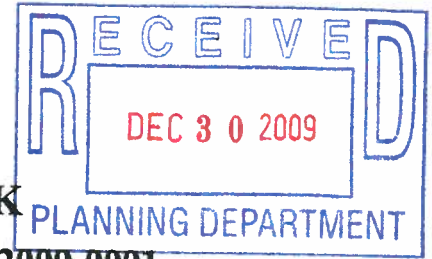


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**PROFFER STATEMENT**  
**GEP/S HYBRID ENERGY PARK**  
**ZMAP 2009-0005, SPEX 2009-0009 & CMPT 2009-0001**



August 20, 2009  
Revised November 20, 2009  
Revised December 30, 2009

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**Green Energy Partners/Stonewall, LLC**, applicant, together with **Evergreen Loudoun – One Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcels 38 (42.47 acres) and 38A (.32 acre) (MCPI 193-38-4362 and 193-49-0539), and **John A. Andrews, Trustee**, record owner of Loudoun County Tax Map 61, Parcel 12 (30.89 acres) (MCPI 193-39-3665) and **LTI Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcel 39 (15.20 acres of 59.94 acres)(MCPI 194-48-6020) and Loudoun County Tax Map 61, Parcel 14 (11.96 acres) (MCPI 193-29-6778), collectively the “Subject Property” consisting of a total of approximately 101 acres, (the above referenced record owners and applicant shall hereafter be referred to as the “Applicant”), hereby voluntarily proffers, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (hereinafter referred to as “Zoning Ordinance”), as amended, that in the event the Loudoun County Board of Supervisors approves ZMAP 2009-0005, to change the zoning designation of the Subject Property to the Planned Development – General Industry (“PD-GI”) zoning district and as more particularly shown on the Concept Plan/ZMAP/SPEX/CMPT Plat (identified below), the development of the Subject Property will be in substantial conformity with the following proffered terms and conditions.

**I. LAND USE**

**1. CONCEPT PLAN/ZMAP/SPEX/CMPT PLAT**

The development of the Subject Property shall be in substantial conformity with the plans titled “Green Energy Partners/Stonewall Hybrid Energy Park Zoning Map Amendment Application 2009-0005, Special Exception Application 2009-0009 & Commission Permit Application 2009-0001”, consisting of Sheets 1, 2, 5 and 6, dated July, 2009, and revised through December 30, 2009, prepared by William H. Gordon

Associates, Inc. ("Concept Plan"), the development of the Subject Property shall be in substantial conformance with the conditions set forth below. The Concept Plan shall control the general development layout of the Subject Property. The Applicant shall have reasonable flexibility in the final design during site plan review to accommodate final engineering. The Applicant shall develop the Subject Property in accordance with the PD-GI Zoning District, as amended, including the following special exception use, if approved, utility generating plant and transmission facility.

## **II. TRANSPORTATION**

### **2. ON-SITE PRIVATE TRAVELWAYS**

The Applicant shall construct all on site travelways on the Subject Property in the locations as shown on the Concept Plan, and in accordance with the County of Loudoun's Land Subdivision and Development Ordinance ("LSDO") and Facilities Standards Manual ("FSM"), as may be applicable, to provide on-site access to the Subject Property. Prior to approval of the first site plan for the Subject Property emergency ingress and egress easements will be created and established on all on-site travelways on the Subject Property by the recordation of a deed or deeds of easement approved by the County Attorney, which shall provide that the Applicant shall be responsible for the construction, repair and maintenance of said travelways and that neither the County nor VDOT shall have any such responsibility. The Applicant shall construct the on-site private travelways providing access to the Subject Property from Sycolin Road (State Route 643) in conformance with the LSDO and the FSM and shall construct, or bond for construction, the new Sycolin Road entrance in conformance with Virginia Department of Transportation ("VDOT") minimum standards as determined at time of first site plan approval.

### **3. GANT LANE (ROUTE 652) RIGHT-OF-WAY RESERVATION**

The Applicant shall reserve for future dedication to the County, as public right of way, land on the Subject Property and also along the Subject Property's frontage in amounts sufficient to provide a maximum Gant Lane (State Route 652) right-of way

width up to 50 feet within the Subject Property and up to a maximum of 25 feet to the proposed centerline of Gant Lane along the Subject Property's frontage for the ultimate 50-foot road section of Gant Lane. The aforementioned dedication of reserved rights-of-way shall be provided upon written request by Loudoun County when these rights-of-way are needed for the widening of Gant Lane.

In addition to this reservation, the Applicant will grant at time of ultimate right-of-way dedication all necessary easements outside of the right-of-way relating to road construction and road maintenance for utilities, drainage and grading. The aforementioned dedication of reserved rights-of-way shall be provided upon written request by Loudoun County when these rights-of-way are needed for the widening of Gant Lane.

In light of the presence of sensitive environmental features, habitat and 100-year floodplain present along Gant Lane, no further road improvements along Gant Lane shall be constructed.

4. CONSTRUCTION TRAFFIC

Prior to the first site plan approval for the Subject Property, the Applicant shall coordinate with VDOT and Loudoun County to develop a delivery and construction traffic plan for construction-related access on the permanent private travelway access point on Sycolin Road.

5. RESERVATION OF RIGHT-OF-WAY FOR FUTURE DEDICATION-COCHRAN MILL ROAD, RELOCATED.

The Applicant shall reserve for future dedication a strip of right-of-way up to seventy-feet (70') in width, for possible future dedication to Loudoun County for that portion of the Cochran Mill Road Relocated alignment in conformance with the Countywide Transportation Plan and in the area as more particularly shown on Sheet 5 of the Concept Plan. This reservation shall last for a period of twenty-one (21)

years from the date of approval of ZMAP 2009-0005 and shall thereafter immediately terminate. At any time during the 21-year reservation period, Loudoun County may request dedication of this right-of-way for Cochran Mill Road Relocated when needed for actual construction of this new public road.

### **III. ENVIRONMENTAL**

#### **6. FEDERAL AND STATE PERMITS**

Prior to construction of the utility generating plant and transmission facility proposed in SPEX 2009-0005 and CMPT 2009-0001, the Applicant shall obtain all of the required federal and state permits necessary for the construction of the utility generating plant and transmission facility, and shall provide the Department of Building and Development with copies of these permits prior to site plan approval.

#### **7. NATURAL GAS AND BIOFUELS**

The primary and secondary fuel that will be used in the facilities shall be natural gas. If and when alternative fuels are available and with reliable supply, such fuels may be used upon Virginia Department of Environmental Quality ("DEQ") approval of a revised air permit. Alternative non-fossil fuels, such as biogas and other biofuels, may be permitted to be used upon review and approval by DEQ.

#### **8. BEST MANAGEMENT PRACTICES (BMP's)**

Development of the Subject Property shall incorporate low impact design and BMP techniques to filter on-site run-off and protect the water quality of Sycolin Creek. The low impact design and best management practices will include the appropriate site-specific water control techniques recommended in the latest edition of the Virginia Stormwater Management Handbook and the FSM.

#### **9. TREE SAVE AREAS AND REPLANTING AREAS**

Prior to site plan approval, the Applicant shall coordinate with the County Forester to develop a forest management plan, habitat commitments and replanting program for the Tree Save Areas and Replanting Areas on the Subject Property.

10. RIVERS AND STREAM CORRIDOR RESOURCES MANAGEMENT BUFFER

The Applicant shall preserve and protect existing trees, vegetation, and environmental features within the Rivers and Stream Corridor Resources Management Buffer that are not located within the Tree Save Areas. No land disturbing activity will be permitted in these areas with the exception of disturbance necessary for road construction, bridge installation, stormwater management, drainage improvements, water, sanitary sewer, slope stabilization, wetlands mitigation, landscaping, or other project utilities. The Applicant, its successors and/or assigns will be prohibited from clearing any trees (other than invasive species, dead, dying or diseased trees) in the Resources Management Buffer area, with the exceptions as stated above.

Prior to and during construction, to protect the Resources Management Buffer area, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

11. WETLANDS MITIGATION

In the event the U.S. Army Corp of Engineers or DEQ determine, at the time of construction plan approval, that any jurisdictional wetland area are affected by the proposed development which require mitigation, the Applicant shall provide such required mitigation, in order of preference, as follows: 1) on the Subject Property, 2) within the Sycolin Run Watershed within the same Planning Policy Area, 3) within the Sycolin Creek Watershed outside the Planning Policy Area, and 4) Loudoun County, subject to approval by the U.S. Army Corp of Engineers and DEQ.

12 LIGHTING

The Applicant shall install lighting that is directed downward and inward, full cut off and fully shielded, and in full conformance with Zoning Ordinance and FSM requirements. All exterior luminaries shall be of a "shoebox" design and utilize cut-off optics, where feasible. All luminaries shall be I.E.S. ("Illuminating Engineering Society") Type V lenses that give circular light distribution for a maximum coefficient of utilization.

13. SYCOLIN CREEK

Upon operation of the proposed facilities, the Applicant will coordinate with Keep Loudoun Beautiful to adopt a section of Sycolin Creek from Sycolin Road and extending through the Subject Property for clean up of trash and debris during the annual Keep Loudoun Beautiful River and Stream clean up day.

14. GREEN BUILDING STANDARDS

The Applicant shall make application to the United States Green Building Council pursuant to the Leadership in Energy and Environmental Design ("LEED") protocols for LEED certification of all habitable buildings (Administration Building and the Guardhouse/Visitors Center) on the Subject Property requiring issuance of Certificates of Occupancy ("CO's") and shall exercise all best reasonable efforts to secure such LEED certifications through the design, building, and operation of these habitable buildings.

**IV. HISTORIC RESOURCES AND PARK EASEMENT**

15. ARCHAEOLOGICAL SITES #44LD1326, #44LD1328 AND BARN #053-5278

Prior to and during construction, to protect the above-referenced historic resources, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

16. PASSIVE PARK USES

Prior to site plan approval, the Applicant shall grant an easement to the County for passive park uses on the north side of and adjacent to Sycolin Creek, as more particularly shown on the Concept Plan...

## **V. FIRE, RESCUE AND EMERGENCY SERVICES**

### **17. ONE-TIME CONTRIBUTION**

The Applicant shall make a one-time contribution to the servicing fire and rescue companies in the amount of Fifty Thousand Dollars (\$50,000) at the time of issuance of the first zoning permit and this contribution shall be divided equally between the servicing fire and rescue companies. This one-time contribution shall be indexed from a base year of 2010, based upon the Consumer Price Index for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics and shall be paid at time of the first zoning permit issuance.

### **18. EMERGENCY PREPAREDNESS**

The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Facilities. The Applicant shall prepare at its own cost an Emergency Preparedness Plan that Loudoun County must reasonable approve prior to the implementation within one (1) year of initial operation of the Facilities. Prior to issuance of the first occupancy permit, the Applicant shall contact the Department of Fire, Rescue and Emergency Management to discuss emergency operations plans.

## **VI. BINDING EFFECT**

### **19. BINDING EFFECT**

The undersigned hereby warrants that all of the owners of a legal interest in the Subject Property have signed this Proffer Statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that the undersigned has full authority to bind the Subject Property to these conditions, and that this Proffer Statement is entered into voluntarily.

**[SIGNATURE PAGES FOLLOW THIS PAGE]**

GREEN ENERGY PARTNERS/STONEWALL,  
LLC

BY: \_\_\_\_\_  
NAME: \_\_\_\_\_  
TITLE: \_\_\_\_\_

STATE OF \_\_\_\_\_  
CITY/COUNTY OF \_\_\_\_\_: to-wit:

The foregoing instrument was acknowledged before me, this \_\_\_\_ day of \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_, of Green Energy Partners/Stonewall, LLC

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

EVERGREEN LOUDOUN – ONE LIMITED  
PARTNERSHIP

BY: \_\_\_\_\_  
NAME: \_\_\_\_\_  
TITLE: \_\_\_\_\_

STATE OF \_\_\_\_\_  
CITY/COUNTY OF \_\_\_\_\_: to-wit:

The foregoing instrument was acknowledged before me, this \_\_\_\_ day of \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_, of Evergreen Loudoun – One Limited Partnership.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

JOHN A. ANDREWS, TRUSTEE

BY: \_\_\_\_\_  
NAME: JOHN A. ANDREWS, TRUSTEE

STATE OF \_\_\_\_\_  
CITY/COUNTY OF \_\_\_\_\_: to-wit:

The foregoing instrument was acknowledged before me, this \_\_\_\_ day of \_\_\_\_\_, 2009, by John A. Andrews, Trustee.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

LTI LIMITED PARTNERSHIP

BY: \_\_\_\_\_  
NAME: \_\_\_\_\_  
TITLE: \_\_\_\_\_

STATE OF \_\_\_\_\_  
CITY/COUNTY OF \_\_\_\_\_: to-wit:

The foregoing instrument was acknowledged before me, this \_\_\_\_ day of \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_, of LTI Limited Partnership.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_